

**BEFORE THE COMMISSIONER OF COMMERCE AND INSURANCE
OF THE STATE OF TENNESSEE**

IN THE MATTER OF:

**THE MERGER OF
EMPIRE GENERAL LIFE ASSURANCE CORPORATION
WITH AND INTO
PROTECTIVE LIFE INSURANCE COMPANY**

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No.: 06-101

ORDER APPROVING PLAN OF MERGER

On the 30th day of August, 2006, a hearing was held before the Commissioner of Commerce and Insurance (herein referred to as "Commissioner") to consider the Agreement and Plan of Merger filed by Protective Life Insurance Company, to merge Empire General Life Assurance Corporation with and into Protective Life Insurance Company, both Tennessee domiciled insurance companies. John F. Morris, Deputy Commissioner of Commerce and Insurance, heard the matter.

These Findings of Fact and Conclusions of Law issue as a result of such filing:

FINDINGS OF FACT

1. Protective Life Insurance Company (herein referred to as "Protective") is a Tennessee domestic insurance company duly authorized to transact insurance business in Tennessee. Protective's principal place of business is 1620 Westgate Circle, Suite 200, Brentwood, Tennessee 37027-8035.

2. Empire General Life Assurance Corporation (herein referred to as "Empire General") is a Tennessee domestic insurance company duly authorized to transact insurance business in Tennessee. Empire General's principal place of business is 1620 Westgate Circle, Suite 200, Brentwood, Tennessee 37027-8035.

3. Empire General is a wholly owned subsidiary of Protective, and Protective is a wholly owned subsidiary of Protective Life Corporation, a corporation organized under the laws of the State of Delaware (hereinafter referred to as “Protective Life”).

4. The proposed plan of merger, as filed with the Department of Commerce and Insurance (hereinafter referred to as “Department”), calls for Empire General to merge with and into Protective, with Protective being the surviving entity.

5. On and after the effective date of the merger, Protective will continue be a wholly owned subsidiary of Protective Life and will continue to operate as a Tennessee insurance company and be subject to and governed by the laws of the State of Tennessee as such.

6. The constituent companies have filed with the Commissioner all of the materials contemplated and required for the proposed acquisition by Tenn. Code Ann. § 56-10-104.

7. The plan of merger will not tend to affect adversely the financial stability, management, general capacity, or intention to continue the safe and prudent transaction of insurance business of Protective, the Tennessee domestic insurance company which is a party to the plan.

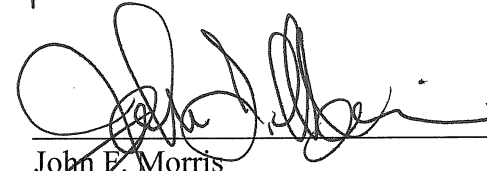
8. The fulfillment of the plan of merger will not affect either the contractual obligations of Protective, the Tennessee domestic insurance company which is a party to the plan to its policyholders, or the ability or tendency of Protective to render service to its policyholders in the future.

9. The terms and conditions of the plan of merger are consistent with law and are fair and reasonable.

ORDER

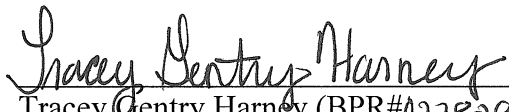
Accordingly, based upon the above Findings of Fact and Conclusions of Law, it is hereby **ORDERED** that the plan of merger filed by Protective Life Insurance Company to merge Empire General Life Assurance Corporation with and into Protective Life Insurance Company is **APPROVED**.


ENTERED this the 6th day of September, 2006.



John F. Morris
Deputy Commissioner
Department of Commerce and Insurance

APPROVED FOR ENTRY:


Tracey Gentry Harney (BPR#022829)
Department of Commerce and Insurance
Davy Crockett Tower, Twelfth Floor
500 James Robertson Parkway
Nashville, Tennessee 37243
(615) 741-0349
Attorney for the Insurance Division


Robins H. Ledyard (BPR#003567)
Bass, Berry & Sims, PLC
AmSouth Center
315 Deaderick Street, Suite 2700
Nashville, Tennessee 37238-3001
(615) 742-6259
Attorney for Protective Life Insurance
Company and Empire General Life
Assurance Corporation